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ELIAS C. ALVORD (1947)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LEYFER

SURFACE TRANSPORTATION BOARD

March 30, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination, dated March 30, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease previously filed with the Board under Recordation Number 13725-B

The name and address of the party to the enclosed document are:

Lessor:	Cypress Tankcar Leasing IV, LLC (as successor in interest to Mellon Leasing Corporation) 188 The Embarcadero, Suite 420 San Francisco, CA 94105
Lessee:	GATX Financial Corporation (successor by merger to GATX Rail Corporation – f/k/a General American Transportation Corporation) 500 West Monroe Street Chicago, IL 60661

Mr. Vernon A. Williams  
March 30, 2007  
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A description of the railroad equipment covered by the enclosed document  
is:

31 railcars PURCHASED: GATX 21192 – GATX 21222.

A short summary of the document to appear in the index is:

Memorandum of Lease Termination.

Also enclosed is a check in the amount of \$34.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD  
(82-2)**MEMORANDUM OF LEASE TERMINATION**

This Memorandum is made as the 30th day of March 2007 ("Effective Date") with reference to the Lease of Railroad Equipment dated as of August 1, 1982, (as amended, the "Equipment Lease"), between Cypress Tankcar Leasing IV, LLC as successor in interest to Mellon Leasing Corporation ("Lessor"), and GATX Financial Corporation, successor by merger to GATX Rail Corporation (formerly known as General American Transportation Corporation) ("Lessee").

The Equipment Lease has been recorded with the ICC on August 10, 1982 under recordation number 13725-B and was amended by that certain Equipment Lease and Renewal and Amendment Agreement dated as of March 31, 2005.

1. Pursuant to Section 13 of the Equipment Lease, effective March 31, 2007 the Lessee has exercised its option to purchase all of the thirty-one (31) Units in the Ethanol Tank Cars Group, identified on Schedule A hereto (collectively, the "Purchased Units"). The Equipment Lease shall terminate with respect to the Purchased Units on March 31, 2007.

2. Notwithstanding paragraph 1, the termination of the Lease shall not affect any obligation of Lessee with respect to the Purchased Units under the Equipment Lease that accrued on or prior to the Effective Date or any obligation of Lessee that continues under the Equipment Lease from and after the Effective Date.

This Memorandum may be executed in counterparts, and each executed counterpart shall be deemed an original but all counterparts together shall constitute only one instrument.

Capitalized Terms used in this Memorandum but not defined herein shall be given the meaning ascribed to them in the Equipment Lease unless the context indicates otherwise.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned have caused this Memorandum to be duly executed by their duly authorized officers all as of the Effective Date.

**CYPRESS TANKCAR LEASING IV, LLC, LESSOR**

By: Cypress Equipment Management  
Corporation III

Its: Manager

By:

  
Stephen R. Harwood

Its: President

**GATX FINANCIAL CORPORATION, LESSEE**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

State of California

County of San Francisco

On March 29, 2007, before me, DIANNE T. STAMATELOS, a Notary Public, personally appeared Stephen R. Harwood, ~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Dianne T StamateLOS  
Notary Public

State of \_\_\_\_\_  
County of \_\_\_\_\_

On \_\_\_\_\_, 2007, before me, \_\_\_\_\_,  
a Notary Public in and for the State of \_\_\_\_\_, personally  
appeared \_\_\_\_\_, personally known to me (or  
proved to me on the basis of satisfactory evidence) to be the person whose name is  
subscribed to the within instrument, and acknowledged to me that he executed the  
same in his authorized capacity, and that by his signature on the instrument the person,  
or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary's Signature

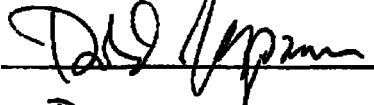
IN WITNESS WHEREOF, the undersigned have caused this Memorandum to be duly executed by their duly authorized officers all as of the Effective Date.

**CYPRESS TANKCAR LEASING IV, LLC, LESSOR**

By: Cypress Equipment Management  
Corporation III  
Its: Manager

By: \_\_\_\_\_  
Stephen R. Harwood  
Its: President

**GATX FINANCIAL CORPORATION, LESSEE**

By:   
Name: DONALD J SPOONER  
Title: VICE PRESIDENT

State of California

County of San Francisco

On March \_\_\_, 2007, before me, \_\_\_\_\_, a Notary Public, personally appeared Stephen R. Harwood, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public

State of ILLINOIS  
County of COOK

On MARCH 29, 2007, before me, PATRICIA LODGE, a Notary Public in and for the State of ILLINOIS, personally appeared DONALD J. SPOONER, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Patricia Lodge  
Notary's Signature

## Schedule A

### Purchased Units

	Car Number – Operating	AAR Type Code	Capacity in Gallons	Constructed Stencil Code	Built Date	Lease Agreement Date
1.	GATX021217	T108	29,886	DOT 111A100-W-1	8/1/1982	4/1/1982
2.	GATX021191	T108	29,886	DOT 111A100-W-1	8/1/1982	4/1/1982
3.	GATX021207	T108	29,894	DOT 111A100-W-1	8/1/1982	4/1/1982
4.	GATX021199	T108	29,895	DOT 111A100-W-1	8/1/1982	4/1/1982
5.	GATX021193	T108	29,898	DOT 111A100-W-1	8/1/1982	4/1/1982
6.	GATX021194	T108	29,900	DOT 111A100-W-1	8/1/1982	8/1/1982
7.	GATX021213	T108	29,904	DOT 111A100-W-1	9/1/1982	8/1/1982
8.	GATX021206	T108	29,904	DOT 111A100-W-1	8/1/1982	8/1/1982
9.	GATX021195	T108	29,907	DOT 111A100-W-1	8/1/1982	8/1/1982
10.	GATX021197	T108	29,909	DOT 111A100-W-1	8/1/1982	8/1/1982
11.	GATX021219	T108	29,909	DOT 111A100-W-1	9/1/1982	8/1/1982
12.	GATX021203	T108	29,909	DOT 111A100-W-1	9/1/1982	8/1/1982
13.	GATX021215	T108	29,910	DOT 111A100-W-1	9/1/1982	8/1/1982
14.	GATX021218	T108	29,910	DOT 111A100-W-1	9/1/1982	8/1/1982
15.	GATX021198	T108	29,912	DOT 111A100-W-1	8/1/1982	8/1/1982
16.	GATX021222	T108	29,912	DOT 111A100-W-1	9/1/1982	8/1/1982
17.	GATX021221	T108	29,912	DOT 111A100-W-1	9/1/1982	8/1/1982
18.	GATX021200	T108	29,915	DOT 111A100-W-1	8/1/1982	8/1/1982
19.	GATX021214	T108	29,915	DOT 111A100-W-1	9/1/1982	8/1/1982
20.	GATX021196	T108	29,917	DOT 111A100-W-1	8/1/1982	8/1/1982
21.	GATX021192	T108	29,919	DOT 111A100-W-1	8/1/1982	8/1/1982
22.	GATX021205	T108	29,924	DOT 111A100-W-1	8/1/1982	8/1/1982
23.	GATX021201	T108	29,925	DOT 111A100-W-1	8/1/1982	8/1/1982
24.	GATX021209	T108	29,925	DOT 111A100-W-1	8/1/1982	8/1/1982
25.	GATX021215	T108	29,926	DOT 111A100-W-1	9/1/1982	8/1/1982
26.	GATX021202	T108	29,927	DOT 111A100-W-1	9/1/1982	8/1/1982
27.	GATX021210	T108	29,928	DOT 111A100-W-1	8/1/1982	8/1/1982
28.	GATX021212	T108	29,936	DOT 111A100-W-1	9/1/1982	8/1/1982
29.	GATX021220	T108	29,936	DOT 111A100-W-1	9/1/1982	8/1/1982
30.	GATX021204	T108	29,955	DOT 111A100-W-1	9/1/1982	8/1/1982
31.	GATX021211	T108	29,957	DOT 111A100-W-1	8/1/1982	8/1/1982



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/30/07



\_\_\_\_\_  
Robert W. Alvord